

P96 0000 43356

WALMER AIR CONDITIONING & HEATING CO.
 4110-A Creighton Road
 Pensacola, FL 32504

 City/State/Zip Phone #

Office Use Only
 FILED
 96 MAY 14 PM 4:57
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #) **99999-1822898**
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2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

R. OMESSER MAY 21 1996

Examiner's Initials	
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**ARTICLES OF INCORPORATION
OF**

WALMER AIR CONDITIONING AND HEATING COMPANY, INC.

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, do hereby make, subscribe, acknowledge, and file these Articles for the purpose of forming a corporation under the laws of the State of Florida.

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ARTICLE I

The name of this corporation shall be "Walmer Air Conditioning and Heating Company, Inc."

ARTICLE II

The corporation shall have perpetual existence, commencing on the date of filing of these Articles of Incorporation in the Office of the Secretary of State of the State of Florida.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business, both within and without the State of Florida. Additionally, the general nature of the business or businesses to be transacted shall be:

- (a) To conduct, maintain, operate, and do business as an installer, repairer, and maintainer of air conditioning and heating systems and to serve the general public as such.

- (b) To own real and personal property, and to use, operate, maintain, remodel, improve, and generally deal with and in the same, and any appurtenances convenient, desirable, or necessary in the conduct and operation of the lawful business of the corporation.
- (c) To do all and everything necessary or proper for the accomplishment of the objects and purposes of the corporation, as determined by the corporation's Board of Directors in its discretion and consistent with the laws of the State of Florida, or as necessary or incidental to the protection and benefit of the corporation, and in general to carry out any lawful business whether such business is similar in nature to the objects as set forth herein and in any part of the world, either as principal, agent, contractor, or otherwise, and either alone or in conjunction with any other persons, firms, associations, corporations, or other entities, both within and without the State of Florida, to the same extent as natural persons lawfully might or could do, insofar as acts may be permitted to be done by a corporation organized under the laws of the State of Florida.

ARTICLE IV

This corporation is authorized to issue one thousand (1,000) shares of common stock of no par value. No par value stock shall be issued.

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase a pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VI

The street address of the initial principle office of this corporation is 4110 A Creighton Road, Pensacola, Florida 32504. The name of the initial registered agent is Frank Charles Walmer, whose address is 1180 Peperidge Drive, Pensacola, Florida 32504.

ARTICLE VII

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but the number of directors of the corporation shall not be less than one nor more than nine. The names and addresses of the initial directors of this corporation are as follows:

Frank Charles Walmer
1180 Peperidge Drive
Pensacola, Florida 32504

The name and address of the incorporator is:

Frank Charles Walmer
1180 Peperidge Drive
Pensacola, Florida 32504

ARTICLE VIII

These Articles of Incorporation may be amended upon receiving the affirmative vote of the holders of two-thirds of the shares outstanding at any regular or special meeting of the stockholders upon advance notice given of the changes to be made according to the Bylaws of the corporation. Upon approval of the Secretary of State, any such amendment shall become and be taken as part of the Original Articles of Incorporation.

ARTICLE IX

The power to amend, adopt, alter, or repeal the Bylaws of the Corporation shall be vested in the Board of Directors.

ARTICLE X

At each election for directors, every shareholder entitled to vote at such election shall have the right to accumulate his vote by giving one candidate as many votes as the number of directors to be elected at that time, multiplied by the number of shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XI

Special meetings of the shareholders may be called by the president and secretary of the corporation, jointly, or by the Board of Directors, or by the holders of not less than thirty percent (30%) of the shares then outstanding.

ARTICLE XII

At any meeting of the stockholders, sixty percent (60%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting entitled to vote on the subject matters shall be the act of the shareholders.

ARTICLE XIII

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act, Chapter 607, Florida Statutes, as such chapter presently exists or may hereafter be amended.

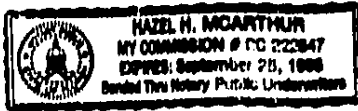
IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on the 10th day of May, 1996.


FRANK CHARLES WALMER

State of Florida
County of Escambia

The foregoing instrument was acknowledged before me this 10th day of May, 1996, by Frank Charles Walmer, who is personally known by me or who has produced identification in the form of FD-11 W 4562-6346322 v. 04/10/96, and who (did) (did not) take an oath.

-Notary Seal Affixed



Hazel H. McArthur
Notary Republic
State of Florida at Large
My commission expires: _____
Commission Number: _____

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TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 607.034 Florida Statutes, the following is submitted: The Walmer Air Conditioning and Heating Company, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 4110 "A" Creighton Road, Pensacola, Florida 32504, has named Frank Charles Walmer, a resident of Escambia County, Florida, whose business address is 4110 "A" Creighton Road, Pensacola, Florida 32504, as its agent to accept service of process within Florida.

Frank Charles Walmer